

Seibel, J.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re PRESTIGE BRANDS HOLDINGS, INC. : Master File No. 7:05-cv-06924-CS
SECURITIES LITIGATION :

: **ELECTRONICALLY FILED**
:
This Document Relates To: : CLASS ACTION
:
ALL ACTIONS. :

X

~~PROPOSED~~ ORDER AWARDING PLAINTIFFS' COUNSEL ATTORNEYS' FEES AND
EXPENSES

THIS MATTER having come before the Court on December 4, 2009, on the motion of Plaintiffs for an award of attorneys' fees and expenses incurred in this litigation, the Court, having considered all papers filed and proceedings conducted herein, having found the settlement of this action to be fair, reasonable, and adequate and otherwise being fully informed in the premises and good cause appearing therefore;

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

1. All of the capitalized terms used herein shall have the same meanings as set forth in the Stipulation of Settlement dated July 24, 2009 (the "Stipulation").
2. This Court has jurisdiction over the subject matter of this application and all matters relating thereto, including all members of the Class who have not timely and validly requested exclusion.
3. The Court hereby awards Plaintiffs' Counsel attorneys' fees of 30% of the Settlement Fund, and expenses in the amount of \$705,240.51, together with the interest earned thereon for the same time period and at the same rate as that earned on the Settlement Fund until paid. Said fees and expenses shall be allocated among Plaintiffs' Counsel in a manner which, in Lead Counsel's good faith judgment, reflects each such Plaintiffs' Counsel's contribution to the institution, prosecution, and resolution of the Litigation.

4. The awarded attorneys' fees and expenses shall be paid to Lead Counsel immediately after the date this Order is executed subject to the terms, conditions, and obligations of the Stipulation and in particular ¶6.2 thereof, which terms, conditions, and obligations are incorporated herein.

IT IS SO ORDERED.

✓ DATED: 12/4/09 ✓ Cathy Seibel
THE HONORABLE CATHY SEIBEL
UNITED STATES DISTRICT JUDGE

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CERTIFICATE OF SERVICE

I hereby certify that on November 23, 2009, I submitted the foregoing to wpclerk@nysd.uscourts.gov and e-mailed to the e-mail addresses denoted on the Court's Electronic Mail Notice List, and I hereby certify that I have mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on November 23, 2009.

s/ Ellen Gusikoff Stewart _____

ELLEN GUSIKOFF STEWART

COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
655 West Broadway, Suite 1900
San Diego, CA 92101-3301
Telephone: 619/231-1058
619/231-7423 (fax)

E-mail: elleng@csgrr.com

Manual List
In re Prestige Brands Holdings, Inc. Sec. Litig.
Master File No. 7:05-cv-06924-CS

Todd R. David
Alston & Bird, L.L.P.
One Atlantic Center
1201 West Peachtree Street
Atlanta, GA 30309-3424

Teamsters Affiliates Pension Plan
Lerach Coughlin Stoia Geller Rudman & Robbins LLP
655 W. Broadway, Suite 1900
San Diego, CA 92101